

TAFT, STETTINIUS & HOLLISTER

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WASHINGTON, D.C. 20006
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COLUMBUS, OHIO 43215
614-221-2838

COVINGTON, KENTUCKY OFFICE
SUITE 340 — 1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011
606-331-2838
513-381-2838

April 3, 1990

16828

RECORDATION NO. _____ FILED 1425

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

APR 6 1990 -4 45 PM

INTERSTATE COMMERCE COMMISSION

Noreta R. McGee
Secretary
Interstate Commerce Commission
12th St. and Constitution Ave., N.W.
Washington, D.C. 20423

0-099A012

Dear Ms. McGee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a bill of sale, a primary document, dated as of March 6, 1990.

The names and addresses of the parties to the document are as follows:

Buyer: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

Seller: Greenlease Holding Company (successor to
Greenlease, Inc.)
c/o AMPCO Pittsburgh Corporation
600 Grant Street
Suite 4600
Pittsburgh, Pennsylvania 15219

The equipment covered by the enclosed document is two hundred thirty-four (234) three thousand four twenty cubic foot, three pocket type Greenville Steel Car Company built open top hopper railcars bearing the reporting marks LEF 3600, LEF 3881-4018, inclusive, LEF 4020-4038, inclusive, and LEF 4040-4115, inclusive.

Noretta R. McGee
April 3, 1990
Page 2

A fee of \$15.00 is enclosed. Please return the original executed copy of the enclosed document to:

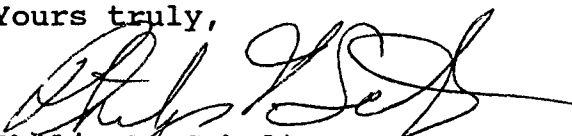
Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

A short summary of the document to appear in the index follows:

A bill of sale given by Greenlease Holding Company, successor by merger to Greenlease, Inc., c/o AMPCO Pittsburgh Corporation, 600 Grant Street, Suite 4600, Pittsburgh, Pennsylvania 15219, as Seller, to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Buyer, dated as of March 6, 1990 and covering two hundred thirty-four (234) Greenville Steel Car Company built open top hopper railcars.

Please call me if you should have any questions.

Yours truly,



Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/lsc

Enclosure


16828
RECORDED BY _____ FILED 148

CERTIFICATION

APR 6 1990 -4 45 PM

INTERSTATE COMMERCE COMMISSION

The undersigned, Ty M. Votaw, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Notary Public

TY M. VOTAW, Attorney at Law
NOTARY PUBLIC, STATE OF OHIO
My Commission has no expiration
date. Section 147.03 R.C.

16828
RECORDATION NO. _____ FILED 1425
APR 6 1990 -4 45 PM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL PERSONS BY THESE PRESENTS THAT, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Greenlease Holding Company, successor by merger to Greenlease, Inc. ("Seller") does hereby grant, bargain, sell, convey, transfer and deliver to The David J. Joseph Company ("Purchaser"), its successors and assigns forever, all right, title and interest of Seller in and to all of the 234 open top hopper railcars specifically identified on Schedule 1 (the "Cars"), TO HAVE AND TO HOLD the same unto Purchaser, its successors and assigns forever.

Seller represents and warrants that it has good, valid and marketable title to the Cars free and clear of all liens, pledges, security interests, or other defects of title of any nature whatsoever, and there is no contract or restriction which prevents Seller from conveying or transferring to Purchaser unencumbered title to the Cars.

EXCEPT AS PROVIDED HEREINABOVE, SELLER MAKES NO REPRESENTATIONS OR WARRANTIES OF ANY KIND, EXPRESS OR IMPLIED, IN CONNECTION WITH THE SALE OF THE CARS HEREUNDER.

IN WITNESS WHEREOF, Seller has executed this instrument this 6th day of March, 1990.

GREENLEASE HOLDING COMPANY

By V. L. Gottschall

Title Vice President

Signed in the presence of:

John M. Dagnon

Veronica M. Carerra

SCHEDULE 1

BILL OF SALE OF
234 OPEN TOP HOPPER RAIL CARS

EQUIPMENT

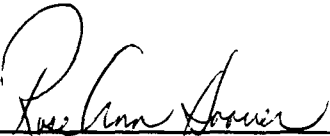
DESCRIPTION: Two hundred thirty-four (234) 3,420 cubic foot,
three pocket type Greenville Steel Car Company
built open top hopper railcars bearing the
following reporting marks:

LEF 3600
LEF 3881 - 4018
LEF 4020 - 4038
LEF 4040 - 4115

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF ALLEGHENY

)
) ss:
)

On this 6th day of March, 1990, before me personally appeared V. P. Gottschall, to me personally known, who being by me duly sworn says that such person is a Vice President of Greenlease Holding Company, that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

NOTARIAL SEAL
ROSE ANN HOOVER, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES MARCH 18, 1993
Member, Pennsylvania Association of Notaries